

LEGISLATURE OF NEBRASKA  
NINETY-EIGHTH LEGISLATURE  
FIRST SESSION  
**LEGISLATIVE BILL 524**

Introduced by Mines, 18

Read first time January 17, 2003

Committee: Revenue

A BILL

1 FOR AN ACT relating to corporations; to amend sections 21-302,  
2 21-303, 21-305, 21-311, 21-314, 21-321, 21-323.01,  
3 21-325.01, 21-330, 21-20,182, 21-20,188, 21-2216, and  
4 21-2217, Reissue Revised Statutes of Nebraska, and  
5 sections 21-301, 21-304, 21-306, 21-313, 21-323, and  
6 21-325, Revised Statutes Supplement, 2002; to change  
7 occupation tax provisions; to eliminate obsolete  
8 provisions; to harmonize provisions; to provide an  
9 operative date; and to repeal the original sections.  
10 Be it enacted by the people of the State of Nebraska,

1           Section 1. Section 21-301, Revised Statutes Supplement,  
2 2002, is amended to read:

3           21-301. (1) Each corporation organized under the laws of  
4 this state, for profit, shall make a report in writing to the  
5 Secretary of State, as of January 1, ~~annually~~ of each even-numbered  
6 year, in such form as the Secretary of State may prescribe. The  
7 report shall be signed by one of the following: The president, a  
8 vice president, a secretary, or a treasurer of the corporation. The  
9 report and ~~annual~~ biennial fee shall be forwarded to the Secretary  
10 of State. The report and fee shall be due on March 1 of each  
11 even-numbered year and shall become delinquent if not filed and  
12 paid by April 15 of each even-numbered year. If the Secretary of  
13 State finds that such report and ~~annual~~ biennial fee conform to the  
14 requirements of the law, the Secretary of State shall file the  
15 report. If the Secretary of State finds that the report or fee does  
16 not conform, the Secretary of State shall return the report and fee  
17 to the corporation for any necessary corrections.

18           (2) In each even-numbered year the ~~The~~ Secretary of State  
19 shall cause a notice to be sent by United States mail to each  
20 corporation for which a report and ~~annual~~ fee as described in this  
21 section has not been received as of March 1. The notice shall  
22 state that the report has not been received, that the report and  
23 fee are due on March 1, and that the corporation will be dissolved  
24 if the report and proper fee are not received by April 15.

25           Sec. 2. Section 21-302, Reissue Revised Statutes of  
26 Nebraska, is amended to read:

27           21-302. ~~(1) An annual report required under section~~  
28 ~~21-301 from a domestic corporation shall show (a) the exact~~

1 corporate name of the corporation, ~~(b)~~ the location of its  
2 registered office, ~~(c)~~ the names of the president, secretary,  
3 treasurer and members of the board of directors, with street  
4 address of each, ~~(d)~~ the amount of paid-up capital stock, ~~(e)~~ the  
5 nature and kind of business in which the corporation is engaged,  
6 and ~~(f)~~ the change or changes, if any, in the above particulars  
7 made since the last annual report.

8 ~~(2)~~ Commencing January 1, 1996, an annual The biennial  
9 report required under section 21-301 from a domestic corporation  
10 subject to the Business Corporation Act shall show:

11 ~~(a)~~ (1) The exact corporate name of the corporation;

12 ~~(b)~~ (2) The street address of the corporation's  
13 registered office and the name of its registered agent at that  
14 office in this state;

15 ~~(c)~~ (3) The street address of the corporation's principal  
16 office;

17 ~~(d)~~ (4) The names and street addresses of the  
18 corporation's directors and principal officers, which shall include  
19 the president, secretary, and treasurer;

20 ~~(e)~~ (5) A brief description of the nature of the  
21 corporation's business;

22 ~~(f)~~ (6) The amount of paid-up capital stock; and

23 ~~(g)~~ (7) The change or changes, if any, in the above  
24 particulars made since the last ~~annual~~ biennial report.

25 Sec. 3. Section 21-303, Reissue Revised Statutes of  
26 Nebraska, is amended to read:

27 21-303. (1) At the time of filing such ~~annual~~ report  
28 each even-numbered year it shall be the duty of every corporation

1 for profit, and registered in the office of the Secretary of State  
2 on January 1, whether incorporated under the laws of this state or  
3 incorporated under the laws of any other state when such  
4 corporations have domesticated in this state, to pay to the  
5 Secretary of State ~~an annual~~ a biennial fee for ~~the~~ each  
6 even-numbered calendar year beginning January 1, which fee shall be  
7 due and assessable on such date and delinquent if not paid on or  
8 before April 15 of each even-numbered year.

9 (2) Except as provided in subsection (3) of this section,  
10 the ~~annual~~ biennial fee shall be as follows: When the paid-up  
11 capital stock of a corporation does not exceed ten thousand  
12 dollars, a fee of ~~thirteen~~ twenty-six dollars; when such paid-up  
13 capital stock exceeds ten thousand dollars but does not exceed  
14 twenty thousand dollars, a fee of ~~twenty~~ forty dollars; when such  
15 paid-up capital stock exceeds twenty thousand dollars but does not  
16 exceed thirty thousand dollars, a fee of ~~thirty~~ sixty dollars; when  
17 such paid-up capital stock exceeds thirty thousand dollars but does  
18 not exceed forty thousand dollars, a fee of ~~forty~~ eighty dollars;  
19 when such paid-up capital stock exceeds forty thousand dollars but  
20 does not exceed fifty thousand dollars, a fee of ~~fifty~~ one hundred  
21 dollars; when such paid-up capital stock exceeds fifty thousand  
22 dollars but does not exceed sixty thousand dollars, a fee of ~~sixty~~  
23 one hundred twenty dollars; when such paid-up capital stock exceeds  
24 sixty thousand dollars but does not exceed seventy thousand  
25 dollars, a fee of ~~seventy~~ one hundred forty dollars; when such  
26 paid-up capital stock exceeds seventy thousand dollars but does not  
27 exceed eighty thousand dollars, a fee of ~~eighty~~ one hundred sixty  
28 dollars; when such paid-up capital stock exceeds eighty thousand

1 dollars but does not exceed ninety thousand dollars, a fee of  
2 ~~ninety~~ one hundred eighty dollars; when such paid-up capital stock  
3 exceeds ninety thousand dollars but does not exceed one hundred  
4 thousand dollars, a fee of ~~one~~ two hundred dollars; when such  
5 paid-up capital stock exceeds one hundred thousand dollars but does  
6 not exceed one hundred twenty-five thousand dollars, a fee of ~~one~~  
7 ~~hundred twenty~~ two hundred forty dollars; when such paid-up capital  
8 stock exceeds one hundred twenty-five thousand dollars but does not  
9 exceed one hundred fifty thousand dollars, a fee of ~~one hundred~~  
10 ~~forty~~ two hundred eighty dollars; when such paid-up capital stock  
11 exceeds one hundred fifty thousand dollars but does not exceed one  
12 hundred seventy-five thousand dollars, a fee of ~~one hundred sixty~~  
13 three hundred twenty dollars; when such paid-up capital stock  
14 exceeds one hundred seventy-five thousand dollars but does not  
15 exceed two hundred thousand dollars, a fee of ~~one hundred eighty~~  
16 three hundred sixty dollars; when such paid-up capital stock  
17 exceeds two hundred thousand dollars but does not exceed two  
18 hundred twenty-five thousand dollars, a fee of ~~two~~ four hundred  
19 dollars; when such paid-up capital stock exceeds two hundred  
20 twenty-five thousand dollars but does not exceed two hundred fifty  
21 thousand dollars, a fee of ~~two hundred twenty~~ four hundred forty  
22 dollars; when such paid-up capital stock exceeds two hundred fifty  
23 thousand dollars but does not exceed two hundred seventy-five  
24 thousand dollars, a fee of ~~two hundred forty~~ four hundred eighty  
25 dollars; when such paid-up capital stock exceeds two hundred  
26 seventy-five thousand dollars but does not exceed three hundred  
27 thousand dollars, a fee of ~~two hundred sixty~~ five hundred twenty  
28 dollars; when such paid-up capital stock exceeds three hundred

1 thousand dollars but does not exceed three hundred twenty-five  
2 thousand dollars, a fee of ~~two hundred eighty~~ five hundred sixty  
3 dollars; when such paid-up capital stock exceeds three hundred  
4 twenty-five thousand dollars but does not exceed three hundred  
5 fifty thousand dollars, a fee of ~~three~~ six hundred dollars; when  
6 such paid-up capital stock exceeds three hundred fifty thousand  
7 dollars but does not exceed four hundred thousand dollars, a fee of  
8 ~~three hundred thirty-three~~ six hundred sixty-six dollars; when such  
9 paid-up capital stock exceeds four hundred thousand dollars but  
10 does not exceed four hundred fifty thousand dollars, a fee of ~~three~~  
11 ~~hundred sixty-five~~ seven hundred thirty dollars; when such paid-up  
12 capital stock exceeds four hundred fifty thousand dollars but does  
13 not exceed five hundred thousand dollars, a fee of ~~four~~ eight  
14 hundred dollars; when such paid-up capital stock exceeds five  
15 hundred thousand dollars but does not exceed six hundred thousand  
16 dollars, a fee of ~~four hundred fifty-five~~ nine hundred ten dollars;  
17 when such paid-up capital stock exceeds six hundred thousand  
18 dollars but does not exceed seven hundred thousand dollars, a fee  
19 of ~~five hundred five~~ one thousand ten dollars; when such paid-up  
20 capital stock exceeds seven hundred thousand dollars but does not  
21 exceed eight hundred thousand dollars, a fee of ~~five hundred sixty~~  
22 one thousand one hundred twenty dollars; when such paid-up capital  
23 stock exceeds eight hundred thousand dollars but does not exceed  
24 nine hundred thousand dollars, a fee of ~~six hundred fifteen~~ one  
25 thousand two hundred thirty dollars; when such paid-up capital  
26 stock exceeds nine hundred thousand dollars but does not exceed one  
27 million dollars, a fee of ~~six hundred sixty-five~~ one thousand three  
28 hundred thirty dollars; when such paid-up capital stock exceeds one

1 million dollars but does not exceed ten million dollars, a fee of  
2 ~~six hundred sixty-five~~ one thousand three hundred thirty dollars,  
3 and ~~four~~ eight hundred dollars additional for each million or  
4 fraction thereof over and above one million dollars; when such  
5 paid-up capital stock exceeds ten million dollars but does not  
6 exceed fifteen million dollars, a fee of ~~six~~ twelve thousand  
7 dollars; when such paid-up capital stock exceeds fifteen million  
8 dollars but does not exceed twenty million dollars, a fee of ~~seven~~  
9 ~~thousand three hundred thirty~~ fourteen thousand six hundred sixty  
10 dollars; when such paid-up capital stock exceeds twenty million  
11 dollars but does not exceed twenty-five million dollars, a fee of  
12 ~~eight thousand six hundred sixty-five~~ seventeen thousand three  
13 hundred thirty dollars; when such paid-up capital stock exceeds  
14 twenty-five million dollars but does not exceed fifty million  
15 dollars, a fee of ~~ten thousand three hundred thirty~~ twenty thousand  
16 six hundred sixty dollars; when such paid-up capital stock exceeds  
17 fifty million dollars but does not exceed one hundred million  
18 dollars, a fee of ~~ten thousand six hundred sixty-five~~ twenty-one  
19 thousand three hundred thirty dollars; and when such paid-up  
20 capital stock exceeds one hundred million dollars, a fee of ~~eleven~~  
21 ~~thousand nine hundred ninety-five~~ twenty-three thousand nine  
22 hundred ninety dollars. The minimum ~~annual~~ biennial fee for filing  
23 such report shall be ~~thirteen~~ twenty-six dollars. For purposes of  
24 determining the annual fee, the stock of corporations incorporated  
25 under the laws of any other state, which corporations have  
26 domesticated in this state and which stock is without par value,  
27 shall be deemed to have a par value of an amount equal to the  
28 amount paid in as capital for such shares at the time of the

1 issuance thereof.

2           (3) For 1993 and 1994, the annual fee shall be as  
3 follows. When the paid-up capital stock of a corporation does not  
4 exceed ten thousand dollars, a fee of forty-three dollars, when  
5 such paid-up capital stock exceeds ten thousand dollars but does  
6 not exceed twenty thousand dollars, a fee of fifty dollars, when  
7 such paid-up capital stock exceeds twenty thousand dollars but does  
8 not exceed thirty thousand dollars, a fee of sixty dollars, when  
9 such paid-up capital stock exceeds thirty thousand dollars but does  
10 not exceed forty thousand dollars, a fee of seventy dollars, when  
11 such paid-up capital stock exceeds forty thousand dollars but does  
12 not exceed fifty thousand dollars, a fee of eighty dollars, when  
13 such paid-up capital stock exceeds fifty thousand dollars but does  
14 not exceed sixty thousand dollars, a fee of ninety dollars, when  
15 such paid-up capital stock exceeds sixty thousand dollars but does  
16 not exceed seventy thousand dollars, a fee of one hundred dollars,  
17 when such paid-up capital stock exceeds seventy thousand dollars  
18 but does not exceed eighty thousand dollars, a fee of one hundred  
19 ten dollars, when such paid-up capital stock exceeds eighty  
20 thousand dollars but does not exceed ninety thousand dollars, a fee  
21 of one hundred twenty dollars, when such paid-up capital stock  
22 exceeds ninety thousand dollars but does not exceed one hundred  
23 thousand dollars, a fee of one hundred thirty dollars, when such  
24 paid-up capital stock exceeds one hundred thousand dollars but does  
25 not exceed one hundred twenty-five thousand dollars, a fee of one  
26 hundred eighty dollars, when such paid-up capital stock exceeds one  
27 hundred twenty-five thousand dollars but does not exceed one  
28 hundred fifty thousand dollars, a fee of two hundred dollars, when



1 such paid-up capital stock exceeds one hundred fifty thousand  
2 dollars but does not exceed one hundred seventy-five thousand  
3 dollars, a fee of two hundred twenty dollars, when such paid-up  
4 capital stock exceeds one hundred seventy-five thousand dollars but  
5 does not exceed two hundred thousand dollars, a fee of two hundred  
6 forty dollars, when such paid-up capital stock exceeds two hundred  
7 thousand dollars but does not exceed two hundred twenty-five  
8 thousand dollars, a fee of two hundred sixty dollars, when such  
9 paid-up capital stock exceeds two hundred twenty-five thousand  
10 dollars but does not exceed two hundred fifty thousand dollars, a  
11 fee of two hundred eighty dollars, when such paid-up capital stock  
12 exceeds two hundred fifty thousand dollars but does not exceed two  
13 hundred seventy-five thousand dollars, a fee of three hundred  
14 dollars, when such paid-up capital stock exceeds two hundred  
15 seventy-five thousand dollars but does not exceed three hundred  
16 thousand dollars, a fee of three hundred twenty dollars, when such  
17 paid-up capital stock exceeds three hundred thousand dollars but  
18 does not exceed three hundred twenty-five thousand dollars, a fee  
19 of three hundred forty dollars, when such paid-up capital stock  
20 exceeds three hundred twenty-five thousand dollars but does not  
21 exceed three hundred fifty thousand dollars, a fee of three hundred  
22 ninety dollars, when such paid-up capital stock exceeds three  
23 hundred fifty thousand dollars but does not exceed four hundred  
24 thousand dollars, a fee of four hundred twenty-three dollars, when  
25 such paid-up capital stock exceeds four hundred thousand dollars  
26 but does not exceed four hundred fifty thousand dollars, a fee of  
27 four hundred fifty-five dollars, when such paid-up capital stock  
28 exceeds four hundred fifty thousand dollars but does not exceed

1 five hundred thousand dollars, a fee of four hundred ninety  
2 dollars, when such paid-up capital stock exceeds five hundred  
3 thousand dollars but does not exceed six hundred thousand dollars,  
4 a fee of five hundred forty-five dollars, when such paid-up capital  
5 stock exceeds six hundred thousand dollars but does not exceed  
6 seven hundred thousand dollars, a fee of five hundred ninety-five  
7 dollars, when such paid-up capital stock exceeds seven hundred  
8 thousand dollars but does not exceed eight hundred thousand  
9 dollars, a fee of six hundred fifty dollars, when such paid-up  
10 capital stock exceeds eight hundred thousand dollars but does not  
11 exceed nine hundred thousand dollars, a fee of seven hundred five  
12 dollars, when such paid-up capital stock exceeds nine hundred  
13 thousand dollars but does not exceed one million dollars, a fee of  
14 seven hundred fifty-five dollars, when such paid-up capital stock  
15 exceeds one million dollars but does not exceed ten million  
16 dollars, a fee of seven hundred eighty-five dollars, and four  
17 hundred dollars additional for each million or fraction thereof  
18 over and above one million dollars, when such paid-up capital stock  
19 exceeds ten million dollars but does not exceed fifteen million  
20 dollars, a fee of six thousand one hundred twenty dollars, when  
21 such paid-up capital stock exceeds fifteen million dollars but does  
22 not exceed twenty million dollars, a fee of seven thousand four  
23 hundred fifty dollars, when such paid-up capital stock exceeds  
24 twenty million dollars but does not exceed twenty-five million  
25 dollars, a fee of eight thousand seven hundred eighty-five dollars,  
26 when such paid-up capital stock exceeds twenty-five million dollars  
27 but does not exceed fifty million dollars, a fee of ten thousand  
28 four hundred fifty dollars, when such paid-up capital stock exceeds

1 fifty million dollars but does not exceed one hundred million  
2 dollars, a fee of ten thousand seven hundred eighty-five dollars,  
3 and when such paid-up capital stock exceeds one hundred million  
4 dollars, a fee of twelve thousand one hundred fifteen dollars. The  
5 minimum annual fee for filing such report shall be forty-three  
6 dollars. For purposes of determining the annual fee, the stock of  
7 corporations incorporated under the laws of any other state, which  
8 corporations have domesticated in this state and which stock is  
9 without par value, shall be deemed to have a par value of an amount  
10 equal to the amount paid in as capital for such shares at the time  
11 of the issuance thereof.

12 Sec. 4. Section 21-304, Revised Statutes Supplement,  
13 2002, is amended to read:

14 21-304. (1) Each foreign corporation for profit, doing  
15 business in this state, owning or using a part or all of its  
16 capital or plant in this state, and subject to compliance with all  
17 other provisions of law shall, in addition to all other statements  
18 required by law, make ~~an annual~~ a biennial report in writing, to  
19 the Secretary of State, as of January 1 of each even-numbered year,  
20 in such form as the Secretary of State may prescribe. The report  
21 shall be signed by one of the following: The president, a vice  
22 president, a secretary, or a treasurer of the corporation. The  
23 report and ~~annual~~ biennial fee shall be forwarded to the Secretary  
24 of State. The report and fee shall be due on March 1 of each  
25 even-numbered year and shall become delinquent if not filed and  
26 paid by April 15 of each even-numbered year. If the Secretary of  
27 State finds that such report and ~~annual~~ biennial fee conform to the  
28 requirements of the law, the Secretary of State shall file the

1 report. If the Secretary of State finds that the report and fee do  
 2 not conform, the Secretary of State shall return the report and fee  
 3 to the corporation for any necessary corrections.

4 (2) In each even-numbered year the ~~The~~ Secretary of State  
 5 shall cause a notice to be sent by United States mail to each  
 6 corporation for which a report and ~~annual~~ fee as described in this  
 7 section has not been received as of March 1. The notice shall  
 8 state that the report has not been received, that the report and  
 9 fee are due on March 1, and that the corporation will be dissolved  
 10 if the report and proper fee are not received by April 15 of each  
 11 even-numbered year.

12 Sec. 5. Section 21-305, Reissue Revised Statutes of  
 13 Nebraska, is amended to read:

14 21-305. ~~(1) An annual report required under section~~  
 15 ~~21-304 from a foreign corporation shall show (a) the exact~~  
 16 ~~corporate name of the corporation, (b) under the laws of what state~~  
 17 ~~or country organized, (c) the location of its registered office in~~  
 18 ~~Nebraska, (d) the mailing address of the corporation, (e) the names~~  
 19 ~~of the president, secretary, treasurer, and members of the board of~~  
 20 ~~directors, with the street address of each, (f) the nature and kind~~  
 21 ~~of business in which the company is engaged, (g) the value of the~~  
 22 ~~property owned and used by the company in Nebraska and where such~~  
 23 ~~property is situated, and (h) the change or changes, if any, in the~~  
 24 ~~above particulars made since the last annual report.~~

25 ~~(2) Commencing January 1, 1996, an annual~~ The biennial  
 26 report required under section 21-304 from a foreign corporation  
 27 subject to the Business Corporation Act shall show:

28 ~~(a)~~ (1) The exact corporate name of the foreign

1 corporation and the name of the state or country under whose law it  
2 is incorporated;

3 ~~(b)~~ (2) The street address of the foreign corporation's  
4 registered office and the name of its registered agent at that  
5 office in this state;

6 ~~(c)~~ (3) The street address of the foreign corporation's  
7 principal office;

8 ~~(d)~~ (4) The names and street addresses of the foreign  
9 corporation's directors and principal officers which shall include  
10 the president, secretary, and treasurer;

11 ~~(e)~~ (5) A brief description of the nature of the foreign  
12 corporation's business;

13 ~~(f)~~ (6) The value of the property owned and used by the  
14 foreign corporation in Nebraska and where such property is  
15 situated; and

16 ~~(g)~~ (7) The change or changes, if any, in the above  
17 particulars made since the last annual report.

18 Sec. 6. Section 21-306, Revised Statutes Supplement,  
19 2002, is amended to read:

20 21-306. Upon the filing of ~~such report~~ the biennial  
21 report required under section 21-304 with the Secretary of State,  
22 it shall be the duty of every foreign corporation for profit, doing  
23 business in this state, to pay to the Secretary of State ~~an annual~~  
24 a biennial fee which shall be for ~~the~~ each even-numbered calendar  
25 year beginning January 1 and become due and assessable on March 1  
26 of that year and become delinquent if not paid by April 15 of each  
27 even-numbered year. The fee shall be measured by the property  
28 employed by the foreign corporation in the conduct of its business

1 in the State of Nebraska. For such purpose the property shall  
2 consist of the sum total of the actual value of all real estate and  
3 personal property employed in Nebraska by such foreign corporation  
4 in the transaction of its business. The ~~annual~~ biennial fee to be  
5 paid by such foreign corporation shall be based upon the sum so  
6 determined, and shall be considered the capital stock of such  
7 foreign corporation in this state for the purpose of the ~~annual~~  
8 biennial fee. The schedule of payment shall be double the fees set  
9 forth in section 21-303, or any amendments thereto, except that the  
10 fee shall not exceed ~~fifteen~~ thirty thousand dollars, and the  
11 Secretary of State, or any person deputized by the Secretary of  
12 State, shall have authority to investigate and obtain information  
13 from such corporation or any state, county, or city official. Such  
14 officers are authorized by this section to furnish such information  
15 to the Secretary of State, or anyone deputized by the Secretary of  
16 State, in order to determine all facts and give effect to the  
17 collection of the ~~annual~~ biennial fee.

18 Sec. 7. Section 21-311, Reissue Revised Statutes of  
19 Nebraska, is amended to read:

20 21-311. The Secretary of State shall make a report  
21 monthly to the Tax Commissioner of the ~~annual~~ biennial fees  
22 collected under sections 21-301 to 21-325 and shall pay the same  
23 into the state treasury to the credit of the General Fund. The  
24 report shall include the amount of any refunds paid out under  
25 section 21-328.

26 Sec. 8. Section 21-313, Revised Statutes Supplement,  
27 2002, is amended to read:

28 21-313. If a corporation required to file the report and

1 pay the fee prescribed in sections 21-301 to 21-325 fails or  
2 neglects to make such report or pay such fee by April 15 of each  
3 even-numbered year, such corporation shall be automatically  
4 dissolved on April 16 of such year.

5 Sec. 9. Section 21-314, Reissue Revised Statutes of  
6 Nebraska, is amended to read:

7 21-314. Such ~~annual~~ biennial fee or fees to be paid as  
8 provided in sections 21-301 to 21-325 may be recovered by an action  
9 in the name of the state and on collection shall be paid into the  
10 treasury to the credit of the General Fund.

11 Sec. 10. Section 21-321, Reissue Revised Statutes of  
12 Nebraska, is amended to read:

13 21-321. All banking, insurance, and building and loan  
14 association corporations paying fees and making reports to the  
15 Auditor of Public Accounts or the Director of Banking and Finance  
16 and all other corporations paying an ~~annual~~ occupation tax to the  
17 state under any other statutory provisions than those of sections  
18 21-301 to 21-325 shall be exempt from the provisions of such  
19 sections.

20 Sec. 11. Section 21-323, Revised Statutes Supplement,  
21 2002, is amended to read:

22 21-323. (1) Prior to January 1 of each even-numbered  
23 year, the Secretary of State shall cause to be mailed by  
24 first-class mail to the last-named and appointed registered agent  
25 at the last-named street address of the registered office of each  
26 domestic corporation subject to sections 21-301 to 21-325 a notice  
27 stating that on or before March 1 of each even-numbered year  
28 occupation taxes are due to be paid and a properly executed and

1 signed report is due to be filed. If occupation taxes are not paid  
2 and the report is not filed by April 15 of each even-numbered year,  
3 (a) such taxes and report shall become delinquent, (b) the  
4 delinquent corporation shall be automatically dissolved on April 16  
5 of such year for nonpayment of occupation taxes and failure to file  
6 the report, and (c) the delinquent occupation tax shall be a lien  
7 upon the assets of the corporation subsequent only to state,  
8 county, and municipal taxes.

9 (2) Upon the failure of any domestic corporation to pay  
10 its occupation tax and file the report within the time limited by  
11 sections 21-301 to 21-325, the Secretary of State shall on April 16  
12 of such year automatically dissolve the corporation for nonpayment  
13 of taxes and make such entry and showing upon the records of his or  
14 her office.

15 (3) (a) The Secretary of State shall automatically  
16 dissolve a corporation subject to the Business Corporation Act by  
17 signing a certificate of dissolution that recites the ground or  
18 grounds for dissolution and its effective date. The Secretary of  
19 State shall file the original of the certificate and serve a copy  
20 on the corporation under section 21-2034.

21 (b) A corporation automatically dissolved continues its  
22 corporate existence but may not carry on any business, except that  
23 business necessary to wind up and liquidate its business and  
24 affairs under section 21-20,155 and notify claimants under sections  
25 21-20,156 and 21-20,157.

26 (c) The automatic dissolution of a corporation shall not  
27 terminate the authority of its registered agent.

28 (4) All delinquent occupation taxes of the corporation



1 shall be a lien upon the assets of the corporation, subsequent only  
2 to state, county, and municipal taxes. ~~Occupation taxes existing~~  
3 ~~and delinquent on August 28, 1943, shall cease to be a lien as~~  
4 ~~against any mortgagee, pledgee, purchaser, or judgment creditor~~  
5 ~~unless a notice of the lien is filed by the Secretary of State,~~  
6 ~~within one year after March 9, 1957, with the county clerk of the~~  
7 ~~county wherein the personal property sought to be charged with such~~  
8 ~~lien is situated, and with the county clerk or register of deeds of~~  
9 ~~the county wherein the real estate sought to be charged with such~~  
10 ~~lien is situated.~~

11 (5) No domestic corporation shall be voluntarily  
12 dissolved until all occupation taxes and annual fees due to or  
13 assessable by the state have been paid and the report filed by such  
14 corporation.

15 Sec. 12. Section 21-323.01, Reissue Revised Statutes of  
16 Nebraska, is amended to read:

17 21-323.01. (1) A corporation automatically dissolved  
18 under section 21-323 may apply to the Secretary of State for  
19 reinstatement. The application shall:

20 (a) Recite the name of the corporation and the effective  
21 date of its automatic dissolution;

22 (b) State that the ground or grounds for dissolution  
23 either did not exist or have been eliminated;

24 (c) State that the corporation's name satisfies the  
25 requirements of section 21-2028; and

26 (d) Be accompanied by a fee in the amount prescribed in  
27 section 21-2005, as such section may from time to time be amended,  
28 for an application for reinstatement.

1           (2) If the Secretary of State determines (a) that the  
2 application contains the information required by subsection (1) of  
3 this section and that the information is correct and (b) that the  
4 corporation has complied with subsection (4) of this section, he or  
5 she shall cancel the certificate of dissolution, prepare a  
6 certificate of reinstatement that recites his or her determination  
7 and the effective date of reinstatement, file the original of the  
8 certificate, and serve a copy on the corporation under section  
9 21-2034.

10           (3) When the reinstatement is effective, it shall relate  
11 back to and take effect as of the effective date of the automatic  
12 dissolution and the corporation shall resume carrying on its  
13 business as if the automatic dissolution had never occurred.

14           (4) A corporation applying for reinstatement under this  
15 section shall:

16           (a) (i) Pay to the Secretary of State a sum equal to all  
17 occupation taxes delinquent at the time the corporation was  
18 automatically dissolved, plus a sum equal to all occupation taxes  
19 which would otherwise have been due for the years the corporation  
20 was automatically dissolved; and (ii) forward to the Secretary of  
21 State a properly executed and signed ~~annual~~ biennial report for the  
22 ~~current~~ most recent even-numbered year; and

23           (b) Pay to the Secretary of State an additional amount  
24 derived by multiplying the rate specified in section 45-104.02, as  
25 such rate may from time to time be adjusted, times the amount of  
26 occupation taxes required to be paid by it for each year that such  
27 corporation was automatically dissolved.

28           Sec. 13. Section 21-325, Revised Statutes Supplement,

1 2002, is amended to read:

2           21-325.     (1) Prior to January 1 of each even-numbered  
3 year, the Secretary of State shall cause to be mailed by  
4 first-class mail to the last-known address of each foreign  
5 corporation subject to sections 21-301 to 21-325 a notice stating  
6 that on or before March 1 of each even-numbered year occupation  
7 taxes are due to be paid and a properly executed and signed report  
8 is due to be filed. If such occupation taxes are not paid and such  
9 report is not filed by April 15 of each even-numbered year, (a)  
10 such taxes and report shall become delinquent, (b) the delinquent  
11 corporation shall be automatically dissolved on April 16 of such  
12 year for nonpayment of occupation taxes and failure to file the  
13 report, and (c) the delinquent occupation tax shall be a lien upon  
14 the assets of the corporation subject only to state, county, and  
15 municipal taxes.

16           (2) Upon the failure of any foreign corporation to pay  
17 its occupation tax and file the report within the time limited by  
18 sections 21-301 to 21-325, the Secretary of State shall on April 16  
19 of such year automatically dissolve the corporation for nonpayment  
20 of taxes and shall bar the corporation from doing business in the  
21 State of Nebraska under the corporation laws of the state and make  
22 such entry and showing upon the records of his or her office.

23           (3) (a) The Secretary of State shall automatically  
24 dissolve a foreign corporation subject to the Business Corporation  
25 Act by signing a certificate of revocation of authority to transact  
26 business in this state that recites the ground or grounds for  
27 revocation and its effective date. The Secretary of State shall  
28 file the original of the certificate and serve a copy on the

1 foreign corporation under section 21-20,177.

2 (b) The authority of a foreign corporation to transact  
3 business in this state shall cease on the date shown on the  
4 certificate revoking its certificate of authority.

5 (c) Revocation of a foreign corporation's certificate of  
6 authority shall not terminate the authority of the registered agent  
7 of the corporation.

8 (4) All delinquent corporation taxes of the corporation  
9 shall be a lien upon the assets of the corporation within the  
10 state, subsequent only to state, county, and municipal taxes.  
11 Nothing in sections 21-322 to 21-325 shall be construed to allow a  
12 foreign corporation to do business in Nebraska without complying  
13 with the laws of the State of Nebraska.

14 (5) No foreign corporation shall be voluntarily withdrawn  
15 until all occupation taxes due to or assessable by the state have  
16 been paid and the report filed by such corporation.

17 Sec. 14. Section 21-325.01, Reissue Revised Statutes of  
18 Nebraska, is amended to read:

19 21-325.01. (1) A foreign corporation, the certificate of  
20 authority of which has been revoked under section 21-325, may apply  
21 to the Secretary of State for reinstatement. The application  
22 shall:

23 (a) Recite the name of the foreign corporation and the  
24 effective date of the revocation;

25 (b) State that the ground or grounds for revocation  
26 either did not exist or have been eliminated;

27 (c) State that the foreign corporation's name satisfies  
28 the requirements of section 21-20,173; and

1           (d) Be accompanied by a fee in the amount prescribed in  
2 section 21-2005, as such section may from time to time be amended,  
3 for an application for reinstatement.

4           (2) If the Secretary of State determines (a) that the  
5 application contains the information required by subsection (1) of  
6 this section and that the information is correct and (b) that the  
7 foreign corporation has complied with subsection (4) of this  
8 section, he or she shall cancel the certificate of revocation,  
9 prepare a certificate of reinstatement that recites his or her  
10 determination and the effective date of reinstatement, file the  
11 original of the certificate, and serve a copy on the foreign  
12 corporation under section 21-20,177.

13           (3) When the reinstatement is effective, it shall relate  
14 back to and take effect as of the effective date of the revocation  
15 and the foreign corporation shall resume carrying on its business  
16 as if the revocation had never occurred.

17           (4) A foreign corporation applying for reinstatement  
18 under this section shall:

19           (a) (i) Pay to the Secretary of State a sum equal to all  
20 occupation taxes delinquent as of the effective date of the  
21 revocation, plus a sum equal to all occupation taxes which would  
22 otherwise have been due for the years the foreign corporation's  
23 certificate of authority was revoked; and (ii) forward to the  
24 Secretary of State a properly executed and signed ~~annual~~ biennial  
25 report for the ~~current~~ most recent even-numbered year; and

26           (b) Pay to the Secretary of State an additional amount  
27 derived by multiplying the rate specified in section 45-104.02, as  
28 such rate may from time to time be adjusted, times the amount of

1 occupation taxes required to be paid by it for each year that such  
2 foreign corporation's certificate of authority was revoked.

3 Sec. 15. Section 21-330, Reissue Revised Statutes of  
4 Nebraska, is amended to read:

5 21-330. Any corporation which has paid tax in excess of  
6 the proper amount of the occupation tax imposed in sections 21-301  
7 to 21-325 ~~for any year~~ shall be entitled to a refund of such excess  
8 payment. Claims for refund shall be filed with the Secretary of  
9 State or may be submitted by the Secretary of State based on his or  
10 her own investigation. If approved or submitted by the Secretary  
11 of State, the claim shall be forwarded to the State Treasurer for  
12 payment from the General Fund.

13 Sec. 16. Section 21-20,182, Reissue Revised Statutes of  
14 Nebraska, is amended to read:

15 21-20,182. (1) A corporation shall keep as permanent  
16 records the minutes of all meetings of its shareholders and board  
17 of directors, a record of all actions taken by the shareholders or  
18 board of directors without a meeting, and a record of all actions  
19 taken by a committee of the board of directors in place of the  
20 board of directors on behalf of the corporation.

21 (2) A corporation shall maintain appropriate accounting  
22 records.

23 (3) A corporation or its agent shall maintain a record of  
24 its shareholders in a form that permits preparation of a list of  
25 the names and addresses of all shareholders in alphabetical order  
26 by class of shares showing the number and class of shares held by  
27 each shareholder.

28 (4) A corporation shall maintain its records in written

1 form or in another form capable of conversion into written form  
2 within a reasonable time.

3 (5) A corporation shall keep a copy of the following  
4 records at its principal office:

5 (a) Its articles or restated articles of incorporation  
6 and all amendments thereto currently in effect;

7 (b) Its bylaws or restated bylaws and all amendments  
8 thereto currently in effect;

9 (c) Resolutions adopted by its board of directors  
10 creating one or more classes or series of shares and fixing their  
11 relative rights, preferences, and limitations if shares issued  
12 pursuant to those resolutions are outstanding;

13 (d) The minutes of all shareholders' meetings and records  
14 of all action taken by shareholders without a meeting for the past  
15 three years;

16 (e) All written communications to shareholders generally  
17 within the past three years, including the financial statements  
18 furnished for the past three years under section 21-20,186;

19 (f) A list of the names and business addresses of its  
20 current directors and officers; and

21 (g) Its most recent ~~annual~~ biennial report delivered to  
22 the Secretary of State under section 21-301.

23 Sec. 17. Section 21-20,188, Reissue Revised Statutes of  
24 Nebraska, is amended to read:

25 21-20,188. Each domestic corporation and each foreign  
26 corporation authorized to transact business in this state shall  
27 deliver to the Secretary of State for filing ~~an annual~~ a biennial  
28 report as required under section 21-301 or 21-304.

1               Sec. 18. Section 21-2216, Reissue Revised Statutes of  
2 Nebraska, is amended to read:

3               21-2216. (1) No corporation shall open, operate, or  
4 maintain an establishment or do business for any purposes set forth  
5 in the Nebraska Professional Corporation Act without (a) filing  
6 with the Secretary of State a certificate of registration from the  
7 regulating board of the particular profession for which the  
8 professional corporation is organized to do business, which  
9 certificate shall set forth the name and residence addresses of all  
10 shareholders as of the last day of the month preceding such filing,  
11 and (b) certifying that all shareholders, directors, and officers,  
12 except the secretary and the assistant secretary, are duly licensed  
13 to render the same professional services as those for which the  
14 corporation was organized. Application for a certificate of  
15 registration shall be made by the professional corporation to the  
16 regulating board in writing and shall contain the names of all  
17 officers, directors, shareholders, and professional employees of  
18 the professional corporation, the street address at which the  
19 applicant proposes to perform professional services, and such other  
20 information as may be required by the regulating board.

21               If it appears to the regulating board that each  
22 shareholder, officer, director, and professional employee of the  
23 applicant, except the secretary and the assistant secretary, is  
24 licensed to practice the profession of the applicant and that each  
25 shareholder, officer, director, or professional employee is not  
26 otherwise disqualified from performing the professional services of  
27 the applicant, such regulating board shall certify, in duplicate  
28 upon a form bearing its date of issuance and prescribed by such



1 regulating board, that such proposed or existing professional  
2 corporation complies with the provisions of the act and of the  
3 applicable rules and regulations of such regulating board. Each  
4 applicant for such registration certificate shall pay such  
5 regulating board a fee of twenty-five dollars for the issuance of  
6 such duplicate certificate.

7           One copy of such certificate shall be prominently exposed  
8 to public view upon the premises of the principal place of business  
9 of each professional corporation organized under the act, and one  
10 copy shall be filed by the professional corporation with the  
11 Secretary of State who shall charge a fee of twenty-five dollars  
12 for filing the same. The certificate from the regulating board  
13 shall be filed in the office of the Secretary of State together  
14 with the articles of incorporation. A registration certificate  
15 bearing an issuance date more than twelve months old shall not be  
16 eligible for filing with the Secretary of State.

17           (2) When licensing records of regulating boards are  
18 electronically accessible, the Secretary of State shall access the  
19 records. The access shall be made in lieu of the certificate of  
20 registration or registration certificate being prepared and issued  
21 by the regulating board. The professional corporation shall file  
22 with the Secretary of State an application setting forth the name  
23 and residence addresses of all officers, directors, shareholders,  
24 and professional employees as of the last day of the month  
25 preceding the date of the application and shall file with the  
26 Secretary of State ~~an annual~~ a biennial update thereafter. Each  
27 application shall be accompanied by a licensure verification fee of  
28 fifty dollars. The Secretary of State shall verify that all of the

1 directors, officers, shareholders, and professional employees  
2 listed on the application, except for the secretary and assistant  
3 secretary, are duly licensed or otherwise legally authorized to  
4 render the same professional service or an ancillary service as  
5 those for which the professional corporation was organized.  
6 Verification shall be done by electronically accessing the  
7 regulating board's licensing records. If any director, officer,  
8 shareholder, or professional employee is not licensed or otherwise  
9 legally authorized to perform the professional service that the  
10 professional corporation was organized to render, the corporation  
11 will be suspended. The ~~annual~~ biennial report and tax cannot be  
12 filed and paid in the office of the Secretary of State until the  
13 corporation attests in writing that the director, officer,  
14 shareholder, or professional employee is licensed or otherwise  
15 legally authorized to practice, which shall be verified by the  
16 Secretary of State, or is no longer a director, officer,  
17 shareholder, or professional employee of the corporation. When the  
18 ~~annual~~ biennial report and the tax become delinquent, the  
19 corporation shall be dissolved for nonpayment of taxes in  
20 compliance with section 21-323.

21           Sec. 19. Section 21-2217, Reissue Revised Statutes of  
22 Nebraska, is amended to read:

23           21-2217. Each registration certificate issued to each  
24 applicant shall expire by its own terms one year from the date of  
25 issuance and may not be renewed. Each professional corporation  
26 must annually apply to its regulating board for a registration  
27 certificate in the manner provided in section 21-2216. A  
28 certificate from the regulating board as provided in section

1 21-2216 must annually be filed with the Secretary of State within  
2 thirty days of the expiration date of the last certificate on file  
3 in the office of the Secretary of State or such corporation shall  
4 be suspended. If the corporation is suspended, the ~~annual~~ biennial  
5 report and tax cannot be filed and paid in the office of the  
6 Secretary of State until the certificate from the regulating board  
7 is filed in the office of the Secretary of State. If the report is  
8 not filed, the tax paid, and the certificate filed by April 16 of  
9 the current year, when the report and tax become delinquent, the  
10 corporation shall be dissolved for nonpayment of taxes in  
11 compliance with section 21-323. Registration certificates shall  
12 not be transferable or assignable.

13           Sec. 20. This act becomes operative on January 1, 2005.

14           Sec. 21. Original sections 21-302, 21-303, 21-305,  
15 21-311, 21-314, 21-321, 21-323.01, 21-325.01, 21-330, 21-20,182,  
16 21-20,188, 21-2216, and 21-2217, Reissue Revised Statutes of  
17 Nebraska, and sections 21-301, 21-304, 21-306, 21-313, 21-323, and  
18 21-325, Revised Statutes Supplement, 2002, are repealed.